

## **TIP SHEET FOR HSR FORM version 1.0.3**

The new HSR Form is a dynamic PDF. Certain items on the form will interact with other items on the form, automatically filling out redundant data fields and activating related fields. The form has drop-down menus for fields with common responses, while still allowing free text entry in those fields. The form will expand as necessary, automatically adding a new page if information rolls over to the next page.

The form can be printed out and submitted to the Agencies.

**IMPORTANT NOTE ON E-FILING:** While the form will allow e-filing, that option is not available at this time. When e-filing is available, notice will be posted on the Premerger Office's web page.

### Hardware

Some users report that the form does not have full functionality when used on Apple Mac computers. Other Mac users have not had any problems. Please report any Mac compatibility issues to the PNO.

### Software

To view and complete this form, you will need Adobe Acrobat Reader. The free download can be found here: <http://get.adobe.com/reader/>

**Adobe version:** The Commission has conducted extensive testing of the form using Adobe Reader version 9.4. The form is forward compatible to the most current Adobe version. Some users have reported problems when using Adobe Reader version 8, so it is recommended to use the current version if possible.

**IMPORTANT NOTE ON DOWNLOADING THE FORM:** After you click the link to the form, <http://ftc.gov/bc/hsr/hsrform.pdf>, please save the form to your hard drive or your network drive, close the browser, and open the form from within the Adobe Reader application. It is not recommended to open the form within your browser to complete the form. In addition to limited functionality, filling out the form within the browser risks losing the information entered if you accidentally hit the forward or back buttons on the browser.

## Navigating in the form

**Move between fields:** To move between fields, the user can either press the Tab key to move forward, press the Tab and the Shift Keys simultaneously to move backward, or use the mouse to click on the desired field.

**Complete validated fields:** Validated fields are fields that have been formatted only to accept certain text. These fields include telephone and fax numbers, dollar amounts, and social security numbers. To complete **telephone and fax number fields**, enter the ten-digit number without parentheses, dashes, spaces, etc. and when you move to the next field the program will automatically format the field. When entering **dollar amounts**, only type in the numbers without the dollars signs or commas. The program will enter dollar signs, commas, and adjust decimal places accordingly.

## Some tips for filling out the form

- On the form title bar, check the **Amended** box when you are sending in a supplemental or updated filing. Checking this box allows you to enter an existing HSR transaction number. Otherwise, check **New**. Please note that the **New** and **Amended** boxes are primarily for use with electronic filings and will NOT print when the form is printed.

### Form Title Bar

16 C.F.R. Part 803 - Appendix		( Filing is: <input checked="" type="checkbox"/> New <input type="checkbox"/> Amended )		<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>						
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS				TRANSACTION NUMBER ASSIGNED						
Electronic Form Version 1.0.0, MM/DD/YYYY				Missing Mandatory Items for Submission: <input type="text"/>						

- The **Missing Mandatory Items for Submission** drop-down shows a list of what required items are not yet entered. This list is merely a guide; the filing party is responsible for submitting a complete, accurate filing.

## Top of First Page with fields highlighted

Please fill out the following form. If you are a form author, choose Distribute Form in the Forms menu to send it to your recipients. Highlight Fields

**16 C.F.R. Part 803 - Appendix**  
**NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS**  
 Electronic Form Version 1.0.0, MM/DD/YYYY Missing Mandatory Items for Submission:

( Filing is: ☒ New ☐ Amended ) TRANSACTION NUMBER ASSIGNED

**FEE INFORMATION (For Payer Only)**

AMOUNT PAID \$

In cases where your filing fee would be higher if based on acquisition price or where the acquisition price is undetermined to the extent that it may straddle a filing fee threshold, attach an explanation of how you determined the appropriate fee.

Attachment number:

TAXPAYER IDENTIFICATION NUMBER   
☐ OR SOCIAL SECURITY NUMBER FOR NATURAL PERSONS

NAME OF PAYER (if different from PERSON FILING)

WIRE TRANSFER ☐ or CERTIFIED CHECK / MONEY ORDER ATTACHED ☐

WIRE TRANSFER CONFIRMATION NO.

FROM (NAME OF INSTITUTION)

IS THIS A CORRECTIVE FILING? ☐ YES ☐ NO CASH TENDER OFFER? ☐ YES ☐ NO BANKRUPTCY? ☐ YES ☐ NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? ☐ YES ☐ NO  
 (Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)

(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS? ☐ YES ☐ NO  
 IF YES, list jurisdictions:

**ITEM 1**

1(a) PERSON FILING

NAME   
 HEADQUARTERS ADDRESS   
 ADDRESS LINE 2   
 CITY, STATE, COUNTRY    
 ZIP CODE   
 WEB SITE

- Fields are highlighted in blue. The fields outlined in red are required fields. To toggle the highlighting on and off, click the **Highlight Fields** button in the upper right hand corner.

## Disabled highlighting

Please fill out the following form. If you are a form author, choose Distribute Form in the Forms menu to send it to your recipients. Highlight Fields

**16 C.F.R. Part 803 - Appendix**  
**NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS**  
 Electronic Form Version 1.0.0, MM/DD/YYYY Missing Mandatory Items for Submission:

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DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? ☐ YES ☐ NO  
 (Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)

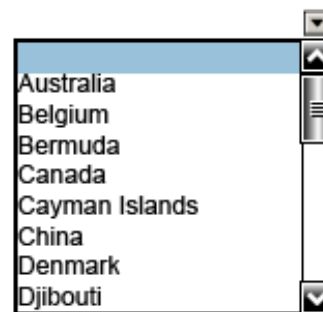
(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS? ☐ YES ☐ NO  
 IF YES, list jurisdictions:

**ITEM 1**

1(a) PERSON FILING

NAME   
 HEADQUARTERS ADDRESS   
 ADDRESS LINE 2

- For certain **drop-down menus**, for example **Country**, you can select from the options available or type in whatever text you choose. In these instances, the data field is not limited by the drop-down menu. This also applies to the **Amount Paid** field.



- Fee Information – The fields “Social Security Number”, “Wire Transfer Confirmation No.” and “From (Name of Institution)” cannot be filled out unless the appropriate checkbox has been checked. Once checked, those fields will open.
- Item 1(a) – On occasion, for reasons unknown, the data in the item 1(a) field “Name” will disappear. If this occurs, simply reenter the data and save the form.
- Item 1(b) – When filing for **both** parties.

**For hard copy filing:** Check the **both** box, then the **acquiring person** box to activate all fields. Fill out the form and submit the one form for both parties as usual.

**For electronic filing:** Check the **both** box, then the **acquiring person** box and fill out the form. After the form is filled out and saved for one party, the **acquired person** box may be checked and the form saved with a different name for that party. Both forms, one for each party, will need to be submitted.

- Items 2(a) and 3(a) – The items 2(a) and 3(a) name fields are limited to 35 characters. If you have a name that is longer than the field allows, choose a shortened name for 2(a) and 3(a) and then create an Endnote to indicate the full name.
- Item 2(d) – If the value is approximate or estimated, create an Endnote to so indicate.
- Item 3(b) – Item 3(b) allows only one attachment. If you have multiple agreements to attach to 3(b), attach the first then list the rest on the attachment page, indicating in the description that they’re Item 3(b) documents. Create an Endnote to note that there are multiple attachments.
- Item 4 - Items **4(b), 4(c) and 4(d)** are meant for attachments. To fill out those items, go to the attachments page at the end of the form, create the attachments list, and then choose which attachments to associate with 4(b), 4(c) and 4(d) through the drop down menus in 4(b), 4(c) and 4(d). When you do that, the description of the attachments you choose will appear in the appropriate box.

If you have no attachments for those items, simply click “None” and the form will give you a text box for you to enter any text you like.

- Item 5 - The form is pre-loaded with **NAICS codes** and their descriptions. However, due to constant updating, there will be codes that are not pre-loaded. If you enter a code

and the description does not automatically appear, the form will prompt you to enter the appropriate description text yourself.

If you enter a 10 digit code and get the error message, “Enter either 6 or 10 digits code,” that particular code will not be accepted by the form. Enter the problematic code as a 6 digit code and create an Endnote to explain, indicating the full 10 digit code.

- Item 5(b) - This item is not activated unless “**a formation of a joint venture**” is checked in item 2(b).
- Item 6(c)(i) – The **UPE** field should list the person filing notification.
- Endnotes - The endnotes allow the user to enter explanatory text for any item. Simply enter the text and select the item to which the endnote applies from the drop-down menu.
- Attachments - **Group Paper to follow** will create a user-specified number of blank attachment fields for the user to fill out. It’s a shortcut for persons filing the form electronically but submitting their documents in hard copy.
- Once you have created **Attachments**, they will be listed in the **Attachment** drop-down menus located throughout the form. You may then select that attachment to link to a particular item. **See Attachments and Item 4 sample pages below.** [09-12-11]
- When submitting the form in hard copy, if you wish, you may substitute your own list of attachments rather than use the Attachment page from the form. When submitting the form electronically, you must use the form Attachment page to attach only PDF documents.
- If you are submitting the **unsworn declaration language** in lieu of a notarized signature, don’t fill out the certification fields. Attach the declaration page as an Attachment.
- Due to the complexity of the form, it is highly recommended that the user save the document often.

For any questions, please contact the Premerger Office at 202-326-3100.

# SAMPLE ATTACHMENTS PAGE [09-12-11]

NAME OF PERSON FILING NOTIFICATION Adipose Industries	DATE September 21, 2011
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## ATTACHMENTS

AttachTotal: 9

Add Row

ATTACHMENT NUMBER	ATTACHMENT DESCRIPTION			
1	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Affidavit - Signed by John Smith. September 19, 2011.	Delete
	ATTACHED TO ITEM			
2	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 3(b) - Agreement between Adipose Industries and Bad Wolf Corporation. August 20, 2011.	Delete
	ATTACHED TO ITEM			
3	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(b) - Balance Sheet, Adipose Industries. July 31, 2011. Prepared by J. Harkness.	Delete
	ATTACHED TO ITEM	ITEM 4: 4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS		
4	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(c)(1) - Adipose Industries Board presentation re acquisition of Bad Wolf Corporation. June 22, 2011. Prepared by M.Jones.	Delete
	ATTACHED TO ITEM			
5	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(c)(2) - Competitive Analysis - Marketing Division, Adipose Industries, presentation to CEO. July 6, 2011. Prepared by R.Tyler.	Delete
	ATTACHED TO ITEM	ITEM 4: 4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS		
6	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(d)(1) - Confidential Information Memorandum presented to Adipose Industries by Bad Wolf, Corp.	Delete
	ATTACHED TO ITEM			
7	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(d)(2) - Banker's presentation to Adipose Industries. May 05, 2011. Prepared by Donna Noble.	Delete
	ATTACHED TO ITEM			
8	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 4(d)(3) - Synergy document - Sales department, Adipose Industries. July 26, 2011. Prepared by A.Peth.	Delete
	ATTACHED TO ITEM	ITEM 4: 4(d) ADDITIONAL DOCUMENTS		
9	Paper to Follow <input type="checkbox"/>	DESCRIPTION	Item 6(a) - Complete list of entities within Adipose Industries. September 4, 2011. Prepared by Amelia Pond.	Delete
	ATTACHED TO ITEM	ITEM 6: 6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION		

- Note that the Item to which the attachment applies (Item 3(b),4(c), etc.) has been included in the **description** of the document.
- When there are multiple attachments for one Item, the “**ATTACHED TO ITEM**” field only fills in for the last attachment added to that Item on the form (see Attachments 6-8 above for Item 4(d)).

# SAMPLE ITEM 4 PAGE WITH ATTACHMENTS [09-12-11]

NAME OF PERSON FILING NOTIFICATION    Adipose Industries	DATE    September 21, 2011
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## ITEM 4

PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (*See Item by Item instructions*). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

<b>4(a)</b> ENTITIES WITHIN THE PERSON FILING NOTIFICATION THAT FILE ANNUAL REPORTS WITH THE SECURITIES AND EXCHANGE COMMISSION	<input type="checkbox"/> None	CENTRAL INDEX KEY NUMBER	<a href="#">Add Row</a>
			<a href="#">Delete</a>

<b>4(b)</b> ANNUAL REPORTS AND ANNUAL AUDIT REPORTS	<input type="checkbox"/> None	ATTACHMENT OR REFERENCE NUMBER	<a href="#">Add Row</a>
Item 4(b) - Balance Sheet, Adipose Industries. July 31, 2011. Prepared by J. Harkness.		3	<a href="#">Delete</a>

<b>4(c)</b> STUDIES, SURVEYS, ANALYSES, AND REPORTS	<input type="checkbox"/> None	ATTACHMENT OR REFERENCE NUMBER	<a href="#">Add Row</a>
Item 4(c)(1) - Adipose Industries Board presentation re acquisition of Bad Wolf Corporati		4	<a href="#">Delete</a>
Item 4(c)(2) - Competitive Analysis - Marketing Division, Adipose Industries, presentatio		5	<a href="#">Delete</a>

<b>4(d)</b> ADDITIONAL DOCUMENTS	<input type="checkbox"/> None	ATTACHMENT OR REFERENCE NUMBER	<a href="#">Add Row</a>
Item 4(d)(1) - Confidential Information Memorandum presented to Adipose Industries by Bad		6	<a href="#">Delete</a>
Item 4(d)(2) - Banker's presentation to Adipose Industries. May 05, 2011. Prepared by D		7	<a href="#">Delete</a>
Item 4(d)(3) - Synergy document - Sales department, Adipose Industries. July 26, 2011.		8	<a href="#">Delete</a>

- The lists in Items 4(b), (c) and (d) are populated from the Attachments page by using the drop down boxes on this page. The full description text for each attachment is truncated as it's unnecessary to duplicate the text on this page.